# UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ILLINOIS

EASTERN DIVISION

In Re		)				
		)	Bank	ruptcy No.		
	De	btor. )	Chap	ter		
			-			
		APPLICATION : ASES UNDER C		FESSIONAL COMPENS 57, 11 AND 12)	SATION	
Name of Appl	icant:					
Authorized to	Provide Professional Ser	vices to:				
Date of Order	Authorizing Employmen	t:				
	ich Compensation is Sou	-	through _		,	
Amount of Fe	es Sought: \$					
Amount of Ex	pense Reimbursement So	ought: \$				
This is an:	: Interim Application Final Application					
If this is <i>not</i> th	ne first application filed h	erein by this profe	essional, dis	sclose as to all prior fee app	plications:	
Date <u>Filed</u>	Period <u>Covered</u>	Total Requ (Fees & Exp		Total Allowed (Fees & Expenses)	Fees & Expenses Previously Paid	
Dated:				(Counsel)	)	

### IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

n re:	Chapter 7		
CANOPY FINANCIAL, INC.,	) Case No. 09-bk-44943		
Debtor.	Hon. Eugene R. Wedoff		
	Hearing Date: June 3, 2014 Hearing Time: 10:00 a.m.		

#### NOTICE OF FINAL APPLICATION FOR COMPENSATION AND EXPENSE REIMBURSEMENT OF SPERLING & SLATER, P.C. AS SPECIAL COUNSEL TO TRUSTEE

PLEASE TAKE NOTICE that on May 8, 2014, Sperling & Slater, P.C. (the "Applicant") filed its Final Application for Compensation and Reimbursement of Expenses as Special Counsel to Trustee (the "Application") with the United States Bankruptcy Court for the Northern District of Illinois. In the Application, Applicant seeks compensation in the amount of \$1,421,725.00 and reimbursement of expenses in the amount of \$3,723.95. Notice of the Application is being served upon: (A) the Office of the United States Trustee; (B) all creditors and parties-in-interest; and (C) all CM/ECF notice recipients. All other entities may obtain a copy of the Application upon request to: Matthew H. Rice, Sperling & Slater, P.C., 55 W. Monroe, Suite 3200, Chicago, Illinois 60603; mrice@sperling-law.com.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider the Application will be held before the Honorable Eugene R. Wedoff, United States Bankruptcy Judge, in Courtroom 744, 219 South Dearborn Street, Chicago, Illinois, on **June 3, 2014**, at **10:00 a.m.**, or as soon thereafter as the undersigned counsel may be heard.

Dated: May 8, 2014

Respectfully submitted,

SPERLING & SLATER P.C.

By: /s/ Matthew H. Rice

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#### **CERTIFICATE OF SERVICE**

The undersigned attorney certifies:

- 1. On May 8, 2014, a copy of the Final Application of Sperling & Slater P.C. for Compensation and Reimbursement of Expenses as Special Counsel to the Trustee ("Final Application") was served (i) electronically through the Court's Electronic Notice for Registrants on all persons identified as Registrants on the appended Service List; and (ii) by first class United States Mail to those parties identified on the attached Special Service List;
- 2. On May 8, 2014, Notice of the Final Application was served electronically on those entities who receive notice through the ECF system and who are listed on the attached Service List; and
- 3. On May 7, 2014, Notice of the filing of the Final Application (and the hearing thereon) was served by first class United States Mail to those other parties identified on the attached General Service List. A corrected Notice (containing a non-material change to the total amount of compensation requested in the Application) will be served on May 9, 2014.

/s/ Matthew H. Rice

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#### CANOPY FINANCIAL, INC. Case No. 09-44943

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### IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

In re:	) Chapter 7
CANOPY FINANCIAL, INC.,	Case No. 09-bk-44943
Debtor.	Hon. Eugene R. Wedoff
	Hearing Date: June 3, 2014 Hearing Time: 10:00 a.m.

### FINAL APPLICATION OF SPERLING & SLATER P.C. FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO THE TRUSTEE

Pursuant to 11 U.S.C. §§ 327, 328, 330, and 331, Federal Rule of Bankruptcy Procedure 2016, United States Bankruptcy Court for the Northern District of Illinois Local Rule 5082-1, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 (Appendix A to 28 C.F.R. § 58), Sperling & Slater P.C. ("Sperling"), as special counsel to Gus A. Paloian, not individually but solely as Chapter 7 trustee ("Trustee") for the bankruptcy estate (the "Estate") of Canopy Financial, Inc. ("Canopy"), hereby submits this final application for compensation of services rendered and reimbursement of expenses incurred on behalf of the Trustee (the "Application") for the period June 1, 2013 through May 8, 2014 (the "Application Period"). Pursuant to the retention agreement between the Trustee and Sperling ("Retention Agreement") as approved by the Court on October 25, 2011 (Docket No. 679), Sperling seeks allowance of (i) \$71,725.00 for actual, reasonable, and necessary legal services rendered by Sperling at its customary hourly rates reduced by 50%; (ii) a 20% contingent fee relating to an anticipated \$6,750,000 settlement payment to the Estate by one of Canopy's pre-petition professionals; and (iii) actual, reasonable and necessary expenses incurred in the amount of \$3,529.07. In support of the Application, Sperling states as follows:

#### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **BACKGROUND**

- 2. On November 25, 2009 (the "<u>Petition Date</u>"), Canopy filed its voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
- 3. On December 30, 2009, the Court entered an Order converting the Debtor's Chapter 11 case to one under Chapter 7, and the United States Trustee appointed Gus A. Paloian as the Chapter 7 trustee in this case.
- 4. On October 12, 2011, the Trustee filed a motion to retain Sperling as special litigation counsel to investigate and prosecute claims against Canopy's pre-petition professionals. (Docket No. 668.) On October 25, 2011, the Court granted the Trustee's motion, and entered an order (the "Retention Order") authorizing the Trustee to retain Sperling on a blended hourly and contingent fee basis. (Docket No. 679.) The Retention Order authorized Sperling to seek approval of its fees "consisting of 50% of [its] hourly fees plus 20% contingency fee for any settlement or judgment obtained and collected against any pre-petition professional" of Canopy and to seek reimbursement of its expenses. (*Id.*)

#### RELIEF REQUESTED

5. Pursuant to the Retention Agreement and the Retention Order, Sperling submits this Application to request allowance of (a) compensation for actual, reasonable, and necessary professional services performed as special litigation counsel to the Trustee on a reduced fee hourly basis; (b) payment of a 20% contingent fee relating to an anticipated settlement payment

to the Estate; and (c) reimbursement for actual, reasonable, and necessary disbursements made to pay expenses incurred in representing the Trustee.

### A. Reduced Fee Hourly Compensation

- 6. During the Application Period, Sperling rendered legal services to the Trustee having a value of \$143,450.00 calculated at Sperling's usual and customary hourly rates. The fees for these services were reduced by 50% pursuant to the Retention Agreement, and Sperling accordingly seeks allowance of \$71,725.00 (\$143,450.00 multiplied by 0.50).
- 7. The hourly fees sought by this Application reflect an aggregate of 298.8 hours of professional time spent and recorded in performing services for the Trustee during the Application Period. Sperling's invoices have been reviewed prior to the submission of this Application to remove time that might be construed as duplicative or otherwise not beneficial to the Estate.
- 8. A schedule setting forth all Sperling professionals who have performed services during the Application Period is attached hereto as Exhibit A, including each professional's position, applicable billing rate, and the aggregate number of hours expended in service of the Trustee during the Application Period. Sperling maintains records of the time spent by all of its attorneys and other professionals in connection with Sperling's representation of the Trustee in this case, which are reflected in a billing statement attached as Exhibit B hereto. <sup>1</sup>

### **B.** Contingent Fee Compensation

9. During the Application Period, the Estate entered into a settlement agreement with one of Canopy's pre-petition professionals, Wilson Sonsini Goodrich & Rosati, P.C. ("WSGR"). Upon approval by the Court under Rule 9019(a), the WSGR settlement will result in

<sup>&</sup>lt;sup>1</sup> Certain of the time entries contained in Exhibit B have been redacted. An unredacted copy of Exhibit B will be provided to the Court under separate cover.

a settlement payment of \$6,750,000 to the Estate. As authorized by the Retention Agreement and the Retention Order, Sperling seeks allowance of a 20% contingent fee in the amount of \$1,350,000 upon approval of the settlement and receipt of the settlement payment by the Estate.<sup>2</sup> A schedule setting forth the basis for Sperling's requested contingent fee, as well as a copy of the Retention Order, are attached hereto as Exhibit C.

### C. Reasonable and Necessary Expenses

10. During the Application Period, Sperling made net disbursements to pay reasonable and necessary expenses in the amount of \$3,529.07. The billing statement attached as Exhibit B hereto contains a detailed list of these expenses, by category.

\* \* \*

11. In summary, Sperling seeks allowance in this Application of (i) \$71,725.00 (\$143,450.00 multiplied by 0.50) in discounted hourly fees; (ii) a contingent fee in the amount of \$1,350,000.00 upon the receipt by the Estate of a \$6,750,000 payment from WSGR; and (iii) \$3,529.07 in reasonable and necessary expenses incurred during the Application Period.

#### **BASIS FOR PAYMENT**

12. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under § 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 331 of the Bankruptcy Code provides that the Court may allow on an interim basis the compensation for services rendered and reimbursement of expenses incurred as provided under Section 330 of the Bankruptcy Code.

A motion to approve the settlement with WSGR has been filed by the Trustee and will also be heard by the Court on June 3, 2014.

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#### A. Reduced Fee Hourly Compensation

- 13. Sperling was retained to investigate and prosecute claims held by the Estate against pre-petition professionals of Canopy. During the Application Period, Sperling continued to investigate and prepare to litigate the Estate's claims against WSGR. Ultimately, Sperling's efforts resulted in a negotiated settlement of the Estate's claims. Upon the Court's approval of the settlement, the Estate will receive a \$6,750,000 payment from WSGR.
- 14. The tasks undertaken by Sperling during the Application Period included Rule 2004 and informal document discovery; review of documents from Canopy's files and produced by recipients of Rule 2004 subpoenas; legal research regarding the basis for the Estate's claims and potential defenses to those claims; the negotiation and drafting of tolling agreements with pre-petition professionals; and preparing for and conducting the mediation that ultimately resulted in the above-referenced settlement with WSGR.
- 15. In addition, Sperling expended 17.9 hours (\$3,869.50) during the Application Period preparing its Second Interim Application for compensation and 3.5 hours (\$607.50) preparing this Application.
- 16. The foregoing professional services were necessary and appropriate to the investigation and prosecution of the Estate's claims against pre-petition professionals, and were performed within a reasonable amount of time in light of the complexity of the factual issues presented. Sperling has made significant effort to ensure that these services were performed with expedience, efficiency, and without duplication of effort, including by coordinating with counsel to the Trustee.
- 17. Because of the benefits realized by the Debtor's estate, the nature of this case, the standing at the bar of the attorneys who rendered services, the amount of work done, the time

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consumed, and the skill required, Sperling requests that it be allowed reduced fee hourly compensation for professional services rendered during the Application Period in the amount of \$71,725.00.

#### **B.** Contingent Fee Compensation

- 18. Sperling requests allowance of a 20% contingent fee relating to the settlement of the Estate's claims against WSGR, one of Canopy's pre-petition professionals. Upon the Court's approval of the settlement under Rule 9019(a), the Estate will receive a \$6,750,000 settlement payment. Under the Retention Agreement and the Retention Order, Sperling requests approval of a contingent fee in the amount of 20% of the anticipated settlement payment by WSGR, to be paid upon receipt of that payment by the Estate.
- 19. Under Section 328 of the Bankruptcy Code, the Court may allow compensation different than that contained in the Retention Agreement and the Retention Order if "such terms and conditions prove to have been improvident in light of developments not capable of being anticipated at the time of the fixing of such terms and conditions." 11 U.S.C. § 328(a). No unanticipated developments have occurred that prove the terms and conditions of the Retention Agreement improvident. Therefore, the Court should approve payment to Sperling of the agreed upon and previously approved 20% contingent fee (in the amount of \$1,350,000) upon the receipt of the \$6,750,000 settlement payment by the Estate from WSGR.

<sup>&</sup>lt;sup>3</sup> This Court has previously approved payment of a 20% contingent fee to Sperling in connection with the Estate's settlement with KPMG LLP. (Docket Nos. 897, 898.)

### C. Reasonable and Necessary Expenses

20. Sperling has disbursed, and requests reimbursement for, the following sums:

Expense Category	Value
In house photocopying (.10/page)	\$106.30
Court reporter/deposition/transcript fees	\$1,594.95
Out-of-Town Travel	\$495.26
Postage	\$780.12
Outside printing service fees	\$747.32
Total Expenses	\$3,723.95

21. It is Sperling's policy to charge its clients the amount actually incurred by Sperling for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. Sperling respectfully submits that the above non-overhead expenses were required to accomplish the proper representation of the Trustee and the furtherance of the Estate's interests in investigating and prosecuting its claims against pre-petition professionals.

\* \* \*

22. Sperling has not received any payment for the services performed or reimbursement for expenses incurred during the Application Period. All of the services for which compensation is sought were rendered to the Trustee solely in connection with the investigation and pursuit of claims against Canopy's pre-petition professionals, and were not rendered to or on behalf of any individual creditor or other person.

23. Sperling has not shared, nor agreed to share, any compensation it may receive in this matter with another person or party other than attorneys and other professionals employed by Sperling. Nor has Sperling agreed to share any compensation another person or party has received or may receive in this matter.

#### **NOTICE**

24. Twenty-one day's notice of this Application, and service of the application, has been provided to: (a) the Office of the United States Trustee; and (b) the parties on the Special Service List. In addition, the Notice of Application has been provided to the General Service List. All other entities that have requested notices in this case will receive notice of, and access to, the Application via CM/ECF.

#### **NO PRIOR REQUEST**

25. No prior request for the relief requested in this Application has been made to this Court or any other court.

### **CONCLUSION**

WHEREFORE, Sperling respectfully requests that the Court enter an order in the form and substance attached hereto: (i) finding notice of this application sufficient as given and that no other or further notice is necessary; (ii) allowing and awarding Sperling its requested fees and expenses; (iii) authorizing the Trustee to make payment of such fees and expenses to Sperling; and (iv) granting such other and further relief as the Court deems just and proper.

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Dated: May 8, 2014 Respectfully submitted,

Sperling & Slater P.C.

By: /s/ Matthew H. Rice

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